

UNITED STATES / SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



Chilton Opportunity Trust, L.P
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Chilton Opportunity Trust, L.P.
Address of Executive Offices (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 Telephone Number (Including Area Code) (203) 352-4000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as executive offices
Brief Description of Business
To achieve long-term capital appreciation, primarily by investing in solid companies with strong, experienced management teams and significant earnings power.
Type of Business Organization corporation business trust limited partnership, already formed limited partnership, to be formed other (please specify):
Actual or Estimated Date of Incorporation or Organization Month Year 0 9 4
Jurisdiction of Incorporation or Organization: (Enter two letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) D E
GENERAL INSTRUCTIONS: Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Filing Fee: There is no federal filing fee.

need not be filed with the SEC.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying upon ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

photocopies of the manually signed copy or bear typed or printed signatures.

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
 Each promoter of the issuer, if the issuer has been organized within the past five years;
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a class of equity securities of the issuer;
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner * * General Partner
Full Name (Last name first, if individual) Chilton Investment Company, LLC
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/or Managing Partner
Full Name (Last name first, if individual) Chilton, Richard L., Jr.
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/or Managing Partner
Full Name (Last name first, if individual) Bosek, James
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7 th Floor, Stamford, CT 06902
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/or Managing Partner
Full Name (Last name first, if individual) Cahill, Michael T.
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7 th Floor, Stamford, CT 06902
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/or Managing Partner
Full Name (Last name first, if individual) Mallon, Patricia
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7 th Floor, Stamford, CT 06902
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director * General and/or Managing Partner
Full Name (Last name first, if individual) Wainwright, Jonathan M.
Business or Residence Address (Number and Street, City, State, Zip Code) One World Financial Center, New York, NY 10281
(Use blank sheet, or copy and use additional copies of this sheet, as necessary) • of General Partner

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a issuer; 	class of equity securities of the
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partner 	rship issuers; and
Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer * ☐ Director * ☐ General and/o	or Managing Partner
Full Name (Last name first, if individual) Champ, III, Norman B.	
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer • ☐ Director ☐ General and/or	r Managing Partner
Full Name (Last name first, if individual) Foster, Jennifer L.	
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7 th Floor, Stamford, CT 06902	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer * ☐ Director * ☐ General and/o	or Managing Partner
Full Name (Last name first, if individual) Szemis, Daniel	
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer * ☒ Director ☐ General and/or	r Managing Partner
Full Name (Last name first, if individual) Khouw, Jeffrey	
Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902	<u>.</u>
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/	or Managing Partner
Full Name (Last name first, if individual)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Business or Residence Address (Number and Street, City, State, Zip Code)

Business or Residence Address (Number and Street, City, State, Zip Code)

1266 East Main Street, 7th Floor, Stamford, CT 06902

1266 East Main Street, 7th Floor, Stamford, CT 06902

* of General Partner

Clark, Michael W.

Ferguson, Colleen

Check Box(es) that Apply: \square Promoter \square Beneficial Owner \boxtimes Executive Officer * \square Director * \square General and/or Managing Partner

2. Enter the	information requested for the	following:			
•	Each promoter of the issuer,	, if the issuer has been or	rganized within the past f	ive years;	
•	Each beneficial owner havir issuer;	ng the power to vote or o	dispose, or direct the vote	or disposition	of, 10% of more of a class of equity securities of th
•	Each executive officer and of	director of corporate issu	iers and of corporate gene	eral and managi	ng partners of partnership issuers; and
•	Each general and managing	partner of partnership is	suers.		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer*	Director	General and/or Managing Partner
Full Name (Steinthal, Ja	Last name first, if individual) mes				
	Residence Address (Number lain Street, 7th Floor, Stamford		Lip Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Denny, Chri	Last name first, if individual) stopher				
Business or 1266 East M	Residence Address (Number fain Street, 7th Floor, Stamford	and Street, City, State, Z I, CT 06902	Cip Code)		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Goehring, L	Last name first, if individual) eigh				
	Residence Address (Number lain Street, 7th Floor, Stamford		(ip Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (I	Last name first, if individual) a.				
	Residence Address (Number lain Street, 7 th Floor, Stamford		(ip Code)		
Check Box(e	es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (I Malley, Jam	Last name first, if individual) es				
Business or 1266 East M	Residence Address (Number lain Street, 7th Floor, Stamford	and Street, City, State, Z I, CT 06902	ip Code)		
Check Box(e	es) that Apply: Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (I Rae, Christo	Last name first, if individual) pher				
	Residence Address (Number a lain Street, 7 th Floor, Stamford		ip Code)		
of General		Jse blank sheet, or copy	and use additional copies	of this sheet, a	s necessary)

A. BASIC IDENTIFICATION DATA

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					B. IN	FORMATIO	ON ABOUT	OFFERING	;				
1.	Has the issu	uer sold, or	does the iss	suer intend	to sell, to nor	n-accredited	investors in t	his offering?			••••	Yes	No
	Answer also	o in Appen	dix, Columi	n 2, if filin	g under ULOI	Ε.							
								\$_1,000,000.00 *					
3.	Does the of	ffering pern	nit joint ow	nership of	a single unit?							Yes ⊠	No □
	solicitation dealer regis	of purchas stered with	ers in conn the SEC an	ection wit d/or with a	rson who has a h sales of sec a state or state set forth the i	urities in the	e offering. I	f a person to oker or deale	be listed is r. If more th	an associate	d person o	ragent of a b	broker or
Full 1	Name (Last	name first,	if individua	ıl)									
Lyste	r Watson Se	ecurities, Ir	ıc.										
Busin	ess or Resi	dence Addi	ess (Numbe	er and Stre	et, City, State	, Zip Code)							
888 S	eventh Ave	e., 40 th Floo	r, New Yor	k, NY 100	19								
Name	of Associa	ited Broker	or Dealer										
Same	_												
					tends to Solici							_	7
					[CALV							_	All States
[AL [IL	•	N]	[AZ] [IA]	[AR] [KS]	[CA] X [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD] X	[DC] [MA] X	[FL] [MI]	[GA] [MN]	(HI) (MS)	[ID] [MO]
[M]		E)	[NV]	[NH]	[NJ] X	[NM]	[NY] X	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[R	_		[SD]	[TN]	[TX]	[UT]	[VT]	[VA] X	[WA]	[WV]	[WI]	[WY]	[PR]
	Name (Last				et, City, State	, Zip Code)							
Name	of Associa	nted Broker	or Dealer								<u> </u>		
States	s in Which I	Person List	ed Has Soli	cited or In	tends to Solici	t Purchasers	;						
(Chec			k individual	States)	•••••								All States
[AL		-	-	[AR]		[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
(IL	-	N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI			[NV] [SD]	(NH) (TN)	[UN] [TX]	[NM] (UT)	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] (WI)	(OR) [WY]	[PA] [PR]
	Name (Last				. ,		. ,	. ,		. ,			
Busin	ess or Resi	dence Addr	ess (Numbe	er and Stre	et, City, State	, Zip Code)							
——Name	of Associa	ited Broker	or Dealer								<u> </u>		
					ends to Solici								All States
[AL	.) [A	KĮ .	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	{ID}
[IL		N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]			[NV]	[NH]	[NJ]	[NM]	(NY)	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI] [S	C]	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ 0	\$
	Equity	\$0	\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$0	\$
	Partnership Interests	\$ 200,000,000	\$2,295,000
	Other (Specify)	s o	s
	Total	\$ 200,000,000	\$ 2,295,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors.	5	\$ 2,295,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs		\$0
	Legal Fees		\$280,000
	Accounting Fees	፟	\$319,475
	Engineering Fees		\$0
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$0
	Total	\boxtimes	\$599,475

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Lyster Watson Securities, Inc., is compensated annually for referring investors to the Issuer from brokerage commissions equal to 1.5% of the assets invested with the Issuer or one of the other funds managed by Chilton Investment Company, LLC by each investor referred by Lyster Watson Securities, Inc.., adjusted for additional investments or withdrawals. No referral fees are deducted from the amounts contributed to the Issuer by investors.

	b. Enter the difference between the aggregate offering p and total expenses furnished in response to Part C - Quest proceeds to the issuer."	ion 4.a. This difference is the "adjust	ed gross		<u>\$199</u>	2,400,525
5.	Indicate below the amount of the adjusted gross proceeds each of the purposes shown. If the amount for any purpose the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C - Que	se is not known, furnish an estimate ar syments listed must equal the adjust	nd check			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		<u>\$_</u>	2	□ s _	0
	Purchase of real estate		<u>s_</u>	0	□ \$_	0
	Purchase, rental or leasing and installation of machin	nery and equipment	s_	0	□ s _	0
	Construction or leasing of plant buildings and facilit	ies	\$ <u> </u>	0	□ \$_	0
	Acquisitions of other businesses (including the value offering that may be used in exchange for the assets pursuant to a merger)	or securities of another issuer		0	□ \$	0
	Repayment of indebtedness		<u> </u>	0	S _	0
	Working capital		5	0	⊠ \$	199,400,525
	Other (specify):		\$	0	□ \$ _	0
				0		0
	Column Totals:				□ <u>3</u> _	
	Total Payments Listed (column totals added)					
		D. FEDERAL SIGNATURE				
con	e issuer has duly caused this notice to be signed by the undistitutes an undertaking by the issuer to furnish to the U.S. Sthe issuer to any non-accredited investor pursuant to paragra	ecurities and Exchange Commission,				
lsst	uer (Print or Type)	Signature / Tuttl	Da	ite		•
Chi	ilton Opportunity Trust, L.P.	1 11 5 1/1		10-2	O , 2	006
Var	me of Signer (Print or Type) mes Steinthaf	Tytle of Signer (Print or Type) Managing Director & General C Chilton Investment Company, L				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

As set forth in the Partnership Agreement, the Partnership paid its own organizational expenses, and will pay its own operating expenses (or will reimburse the General Partner to the extent such expenses are incurred by the General Partner). In addition, the Partnership will pay a fixed fee to the General Partner computed at an annual rate of 1.5%, as determined by the General Partner in its sole discretion. This fixed fee will be paid quarterly and will be calculated based on the value of the Capital Accounts of the Limited Partners at the beginning of each fiscal quarter, and will be deducted respectively from the appropriate Capital Account of each Limited Partner. The General Partner will also receive a performance allocation equal to 20% of the net profit allocated to each Limited Partner's Capital Account at the end of each fiscal year. However, no performance allocation will be made in respect of a fiscal year until any net loss previously allocated to the Capital Account of a Limited Partner has been offset by subsequent net profits allocated to the Capital Account of each Limited Partner. Such expenses, fixed fee and performance allocation cannot be qualified at present.